



LOUISVILLE & NASHVILLE RAILROAD COMPANY

908 W. BROADWAY • LOUISVILLE, KENTUCKY 40203 TELEPHONE (502) 587-5235

File Under
Recordation
Nos. 7771
and 7814

LAW DEPARTMENT

February 15, 1979

DAVID M. YEARWOOD
GENERAL ATTORNEY

RECORDATION NO. 7814 Filed 1425

FEB 26 1979 -3 15 PM

INTERSTATE COMMERCE COMMISSION

No.

Date

Fee

9-057AC20

FEB 26 1979

20.00

ICC Washington, D. C.

RECORDATION NO. 7771 Filed 1425

FEB 26 1979 -3 15 PM

INTERSTATE COMMERCE COMMISSION

Mr. H. G. Homme, Jr.
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Mr. Secretary:

There are transmitted to you herewith for filing and recordation, pursuant to 49 U.S.C. Section 11303, duly executed counterparts of an Agreement of Partial Release dated as of December 15, 1978 between American National Bank and Trust Company, as Agent, whose address is 33 North La Salle Street, Chicago, Illinois 60690, and Exchange National Bank of Chicago, as Trustee, whose address is 130 South LaSalle Street, Chicago, Illinois 60690.

By this Agreement of Partial Release, American National Bank and Trust Company of Chicago released a locomotive bearing the Louisville and Nashville Railroad Company's road number 2818 ("Casualty Unit"), which has suffered a Casualty Occurrence and for which payment has been made, from the terms and conditions of that Conditional Sale Agreement dated as of December 1, 1974, which was filed and recorded with the Interstate Commerce Commission on January 30, 1975 and assigned Recordation No. 7814, and Exchange National Bank of Chicago released the Casualty Unit from the terms and conditions of that Lease of Railroad Equipment dated as of December 1, 1974, which was filed and recorded with the Interstate Commerce Commission on January 13, 1975 and assigned Recordation No. 7771.

Attached hereto is a draft in the amount of \$20.00 payable to the Treasurer of the United States to cover the recordation fees for filing said Agreement of Partial Release under Recordation Nos. 7771 and 7814.

FEE OPERATION BR.

I.C.C.

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RECEIVED

INTERSTATE COMMERCE COMMISSION
RECORDED & INDEXED

FEB 28 1979

RECEIVED

This letter of transmittal is signed by an officer of Louisville and Nashville Railroad Company designated for the purpose hereof who has knowledge of the matters set forth herein.

After recordation, please return the recorded counterparts of said Agreement of Partial Release to:

Mr. David M. Yearwood
General Attorney
Louisville and Nashville Railroad Company
908 West Broadway
Louisville, Kentucky 40203

Respectfully yours,

LOUISVILLE AND NASHVILLE RAILROAD COMPANY

By David M. Yearwood
David M. Yearwood
General Attorney

RECORDATION NO. 7771-5 Filed 1425

FEB 26 1979 -3 15 PM

INTERSTATE COMMERCE COMMISSION

AGREEMENT OF PARTIAL RELEASE, dated as of December 15, 1978,
between AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as
Agent ("Agent") and EXCHANGE NATIONAL BANK OF CHICAGO, as Trustee
("Lessor").

WITNESSETH:

WHEREAS, Louisville and Nashville Railroad Company ("Railroad"),
the Lessor, and General Electric Company have entered into a Condi-
tional Sale Agreement dated as of December 1, 1974 ("Conditional
Sale Agreement"), covering 20 locomotives ("Equipment");

WHEREAS, the Conditional Sale Agreement was filed and recorded
with the Interstate Commerce Commission on January 30, 1975 and assigned
Recordation No. 7814;

WHEREAS, by Agreement and Assignment dated as of December 1,
1974, General Electric Company assigned its right, title and interest
in and to the Equipment and the Conditional Sale Agreement to the Agent;

WHEREAS, by Lease of Railroad Equipment dated as of December 1,
1974 ("Lease"), the Trustee leased the Equipment to the Railroad;

WHEREAS, the Lease was filed and recorded with the Interstate
Commerce Commission on January 13, 1975 and assigned Recordation No. 7771;

WHEREAS, a unit of the Equipment bearing the Railroad's road
number 2818 ("Casualty Unit") has suffered a Casualty Occurrence;

WHEREAS, the Railroad has paid to the Lessor, pursuant to Sec-
tion 7 of the Lease, the Casualty Value of the Casualty Unit;

WHEREAS, the Lessor has paid to the Agent, pursuant to Article 7 of the Conditional Sale Agreement, the Casualty Value of the Casualty Unit;

WHEREAS, the Lessor is entitled to receive this instrument confirming passage to the Lessor of the Agent's right, title and interest in the Casualty Unit and the release of the Casualty Unit from the terms and conditions of the Conditional Sale Agreement;

WHEREAS, the Railroad is entitled to receive from the Lessor this instrument confirming passage to the Railroad of the Lessor's right, title and interest in the Casualty Unit and the release of the Casualty Unit from the terms and conditions of the Lease;

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto do hereby agree as follows:

The Agent does hereby bargain, sell, assign, transfer and set over to the Lessor its right, title and interest in the Casualty Unit and does hereby release the Casualty Unit from the terms and conditions of the Conditional Sale Agreement.

The Lessor does hereby bargain, sell, assign, transfer and set over to the Railroad its right, title and interest in the Casualty Unit and does hereby release the Casualty Unit from the terms and conditions of the Lease.

This instrument may be executed in two or more counterparts,

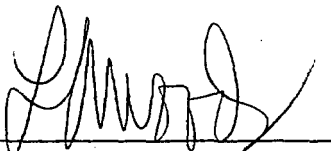
each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed as of the date first above written.

AMERICAN NATIONAL BANK AND TRUST
COMPANY OF CHICAGO, as Agent

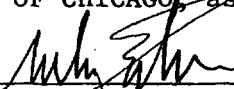
[Corporate Seal]

Attest:



ASSISTANT SECRETARY

By

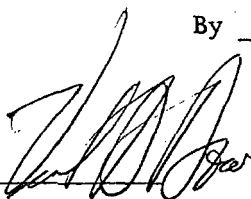


VICE PRESIDENT

EXCHANGE NATIONAL BANK OF CHICAGO,
as Trustee

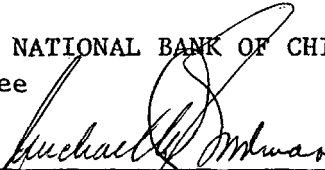
[Corporate Seal]

Attest:



Assistant Trust Officer

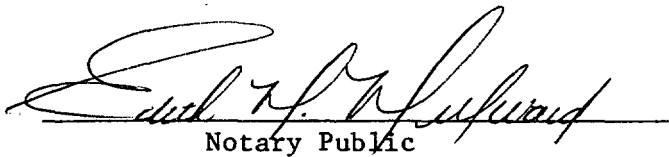
By



Vice President

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 19 day of January, 1979,
before me personally appeared Richard Y. Guthrie ,
to me personally known, who being by me duly sworn, says that
he is Vice President of AMERICAN NATIONAL BANK AND
TRUST COMPANY OF CHICAGO, that one of the seals affixed to
the foregoing instrument is the corporate seal of said bank
and trust company, that said instrument was signed and sealed
on behalf of said bank and trust company by authority of its
Board of Directors, and he acknowledged that the execution of
the foregoing instrument was the free act and deed of said
bank and trust company.

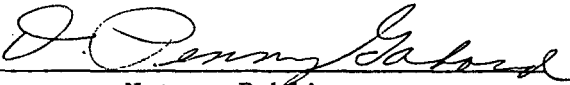

Notary Public

[Notarial Seal]

My Commission expires September 13, 1982

STATE OF ILLINOIS)
) S:
COUNTY OF COOK)

On this 31st day of January, 1979 , before me personally appeared **MICHAEL D. GOODMAN** , to me personally known, who being by me duly sworn, says that he is
 vice President of EXCHANGE NATIONAL BANK OF CHICAGO,
that one of the seals affixed to the foregoing instrument is
the corporate seal of said national bank, that said instrument
was signed and sealed on behalf of said national bank, by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free
act and deed of said national bank.


Notary Public

[Notarial Seal]

My Commission expires

4/27/82